#### ALBAUGH JAMES F

Form 4

November 12, 2002

SEC Form 4

#### OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE **COMMISSION** Washington, D.C. 20549 [ ] Check this box if no longer subject to Section 16. Form 4 or Form OMB Number: 3235-0287 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 5 obligations may continue. Expires: January 31, 2005 See Instruction 1(b). Estimated average burden hours per response. . . . 0.5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the **Public Utility** Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 1. Name and Address of Reporting Person\* Issuer Name and Ticker 4. Statement for 6. Relationship of Reporting Person(s) to Albaugh, James F. (Month/Year) or Trading Symbol Issuer (Check all applicable) The Boeing Company BA November 7, 2002 (Middle) (Last) (First) 10% The Boeing Company Director \_ Owner 100 N. Riverside Plaza, M/C 5003-1001 3. I.R.S. Identification Officer Number of Reporting 5. If Amendment, Other Person, if an entity Date of Original (Street) (voluntary) (Month/Year) Chicago, IL 60606--Officer/Other Description **Executive Vice** President, President and CEO, Integrated (City) (State) (Zip) Defense Systems 7. Individual or Joint/Group Filing (Check Applicable Line) X Individual Filing Joint/Group Filing Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Transaction Date 3. Transaction 4. Securities Acquired (A) or 5. Amount of 6. Owner-7. Nature of (Instr. 3) (Month/Day/Year) Code Disposed (D) Of Securities ship Indirect Beneficially Form: Beneficial and (Instr. 3, 4, and 5) Voluntary Owned at Direct(D) Ownership End of Month Code or Indirect (I) (Instr. 4) (Instr. 8) (Instr. 3 and 4) (Instr. 4) A/D Amount Code | V Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(over)

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## Albaugh, James F. - November 7, 2002

#### Form 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)					•			

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Transaction Date  (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)		Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Amount of Underlying Securities	of	Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Deferred Compensation Units	\$0.000	11/07/2002	Al	(A) 81.5700 (1)		Common - 0.0000	\$33.005		I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.000	11/07/2002	Al	(A) 20.3900 (2)		Common - 0.0000		64,374.7900	I	Deferred Compensation Stock Program

Explanation of Responses:

** Intentional misstatement	s or omissions of facts	By: s/ James C. Johnson, POA

constitute Federal Criminal Violations.

11-10-2002

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Power of Attorney** 

See Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form

required to respond unless the form displays a currently valid OMB number.

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# Form 4 (continued)

# FOOTNOTE Descriptions for The Boeing Company BA

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James F. Albaugh The Boeing Company 100 N. Riverside Plaza, M/C 5003-1001 Chicago, IL 60606--

**Explanation of responses:** 

(1) Phantom stock units acquired under the company's Deferred Compensation Plan through salary deferral.

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(2) Salary match shares of phantom stock allocated to the reporting person's account under the Company's Deferred Compensation Plan.

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